

BY-LAWS
OF
WEST SIDE CITIZENS' REHAB CORPORATION #1

ARTICLE I

PRINCIPAL OFFICE - FISCAL YEAR

Sec. 1. Principal Office:

The principal office of the Corporation shall be located at 692 South 20th Street, Newark, New Jersey.

Sec. 2. Fiscal Year:

The fiscal year of the Corporation shall commence on the first day of January in each calendar year.

ARTICLE II

BOARD OF TRUSTEES MEETINGS

Sec. 1. Annual Meeting:

a. The Annual Board of Trustees meeting shall be held on first day of July in each year at 2:00 P.M. or at such other time the Board of Trustees shall designate, at the Principal Office of the Corporation, or at such other place in the State of New Jersey as the Board of Trustees may select. If the day so designated falls upon a Sunday or a legal holiday, the meeting shall be held on the first business day thereafter.

b. Written notice of such meeting shall be served by the secretary personally or by mail, not less than 10 days nor more than 15 days prior to such meeting. If by mail, the notice shall be directed to each Trustee at his address as it appears in the records of the corporation. Such notice may be waived in writing by any Trustee.

Sec. 2. Quorum:

The presence in person ~~in writing~~ of three Trustees shall be necessary to constitute a quorum for the transaction of business.

Sec. 3. Regular meeting:

Regular meeting of the Board of Trustees shall be held when called by the President of the Board.

Sec. 4. Voting:

A majority vote of those present shall control on any question brought before a meeting.

Sec. 5. All meetings of the Board of Trustees shall be conducted in accordance with Roberts' Rules of Order.

ARTICLE III

TRUSTEES

Sec. 1. Number:

The affair and business of this corporation shall be managed by a Board of Trustees consisting of four members.

Sec. 2. When and How Elected:

a. All Trustees shall be elected at the Annual Meeting of the Board of Trustees.

b. The term of office of such Trustee shall be one year and until their successors are chosen and qualified in their stead.

c. Vacancies on the Board of Trustees for the unexpired term shall be filled by the Board of Trustees.

ARTICLE IV

OFFICERS

Sec. 1. At the first meeting after their election, the Board of Trustees shall elect the following officers from among the Trustees:

PRESIDENT
VICE-PRESIDENT
TREASURER/SECRETARY

Sec. 2. Election and Term:

All officers of the corporation shall be elected annually at the annual meeting of Trustees, and shall hold office for the term of one year until their successors are elected and qualified in their stead.

Sec. 3. Duties of Officers:

The duties and powers of the officers shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Trustees.

He shall present a report of the condition of business of the corporation.

He shall cause to be called regular meetings of the Board of Trustees in accordance with these By-Laws.

He shall have general control of the business of the corporation subject to the directions of the Board of Trustees.

He shall sign and make all contracts and agreements in the name of the corporation.

He may sign all notes, checks, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.

He shall appoint all committees and designate the chairman thereof.

VICE-PRESIDENT

During the absence and/or inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the Acts under which this corporation is organized, the same shall be performed and exercised by the Vice-President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.

TREASURER/SECRETARY

The Treasurer/Secretary shall take the minutes of the meetings of the Board of Trustees.

He shall be custodian of the records and of the corporate seal, affix the latter when required.

He shall have the care and custody of and be responsible for all the funds, securities and investments of the corporation and shall deposit all such funds in the name of the corporation in such bank, or depositories as the Board of Trustees may designate.

He may sign, make and endorse in the name of the corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefore, under the direction of the President or the Board of Trustees.

He shall exhibit at all reasonable times his books and accounts to any Trustee of the corporation upon application at the office of the corporation during business hours.

He shall render a statement of the condition of the finances of the corporation at each regular meeting of the Board of Trustees, and at such other times as shall be required of him and full financial report at the annual meeting of the Trustees.

He shall do and perform all duties incident to the office of Treasurer and required of him by the Board of Trustees.

Sec. 4. Vacancies, How Filled:

All vacancies in any office shall be filled by the Board of Trustees without undue delay at a meeting thereof called for that purpose.

ARTICLE V

COMMERCIAL PAPER, NOTES, CHECKS

Sec. 1. How Made:

All bills of exchange, notes, checks or other negotiable instruments of the corporation shall be made in the name of the corporation, and shall be signed by the President and Secretary/Treasurer. No officer or agent of the Corporation, either singly or jointly with other, shall have the power to make any bills of exchange, notes, checks, drafts or warrants or other negotiable instruments, or endorse the same in the name of the corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the corporation, except as herein expressly prescribed and provided.